

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE NEXCEN BRANDS, INC.
SECURITIES LITIGATION

Master File No. 1:08-cv-04906-AKH

This document relates to: all actions

**DECLARATION OF CATHERINE A. TORELL IN SUPPORT OF LEAD PLAINTIFF'S
UNOPPOSED MOTION FOR CERTIFICATION OF A SETTLEMENT CLASS
AND FOR PRELIMINARY APPROVAL OF CLASS ACTION SETTLEMENT**

I, Catherine A. Torell, state the following:

1. I am an Of Counsel of the law firm of Cohen Milstein Sellers & Toll PLLC, court-appointed Lead Counsel for Lead Plaintiff, Mr. Vincent Granatelli.
2. I submit this Declaration in support of Lead Plaintiff's Unopposed Motion for Certification of a Settlement Class and for Preliminary Approval of Class Action Settlement.
3. The proposed Settlement of this action is embodied in the Stipulation and Agreement of Settlement dated May 2, 2011 (the "Stipulation") between Lead Plaintiff and all Defendants, attached as Exhibit 1 with its exhibits, which include the following:

Exhibit A	[Proposed] Order Preliminarily Approving Settlement and Providing For Notice;
Exhibit B	[Proposed] Order and Final Judgment;
Exhibit C	Notice of Pendency and Proposed Settlement of Class Action;
Exhibit D	Proof of Claim and Release; and
Exhibit E	Summary Notice of Pendency and Proposed Class Action Settlement.

I hereby declare under penalty of perjury under the laws of the United States and the laws of the State of New York that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: June 10, 2011

/s/ Catherine A. Torell

Catherine A. Torell